

MINUTES of the extraordinary general meeting of: **AAA Auto Group N.V.**, having its official seat in Amsterdam, the Netherlands (the **Company**), held Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol (Amsterdam Airport), the Netherlands, on 22 October 2014.

Chairperson: Lenka Zajíčková
Secretary: Alexander R. Spoor

1. Opening and announcements

Ms Lenka Zajíčková opens the meeting at 9.30 hours CET and welcomes all attendees to the meeting.

In accordance with Article 20.1. of the articles of association, Ms Zajíčková presents a proposal that she is appointed the chairperson of the General Meeting of Shareholders. The proposal is carried with acclamation.

The chairperson notes that all Management Board members are present at the general meeting in person or via conference call.

The chairperson declares that:

- Alexander R. Spoor, candidate civil-law notary of Baker & Mc Kenzie Amsterdam is designated to keep the minutes of the meeting;
- the meeting will be held in English;
- the meeting has been convened by the Management Board, by means of publishing in Trouw, Dutch nation-wide newspaper and on the Company website on **6 October 2014**. The convening notice as also notified to the relevant depositors and regulators, all in accordance with Dutch law and the articles of association of the Company;
- on **24 September 2014**, being the record date, **67,757,875** ordinary shares in the capital of the Company were issued, which means that 67,757,875 votes could be exercised at the meeting if all shareholders are present or represented;
- at the meeting about 81,4 % of the issued and outstanding capital is present or represented, in total entitled to cast 55 159 247 votes. In addition, the chairperson noted that the board of directors received approximately 48 proxies (47 of which voting in favour of the proposal and 1 voting at the sole discretion of the management board), however no broker statement was provided proving the shareholders' ownership at the Record Date ("*registratiedatum*") and thus these proxies could not be taken into account;
- the proposed resolutions to be voted on at the meeting may be adopted by more than half of the votes cast since more than one-half of the issued share capital is present or represented at the meeting pursuant to article 2:99, paragraph 6, of the Dutch Civil Code;
- there is only one proposal on the agenda for the meeting, which will be open for discussion and questions and it is also a voting item. The opportunity will be granted to raise questions or to pose remarks immediately prior to the voting on the proposal. For the purpose of the meeting to take place in an orderly manner, those present are requested to restrict their questions and remarks to the subject that is under discussion at that time. Any other business or questions may come up and will be open for discussion under agenda item 3;
- any other announcements that may be relevant for the order of the meeting, could be mentioned at this stage of the meeting.

2. Reduction of share capital of the company and procedure thereof

The chairperson explains that it is being proposed that the 3 016 082 (formerly traded) ordinary shares having a nominal value of EUR 0.10 each, (re)purchased by the Company in the delisting buyback, are cancelled in accordance with the relevant provisions of Book 2 Dutch Civil Code, and under the condition precedent ("*opschortende voorwaarde*") that the legal title to the 3 016 082 (formerly traded) ordinary shares have been transferred to the Company by means of a notarial deed to be executed before a Dutch civil-law notary. Following the execution of said notarial deed, the resolution of the general meeting of shareholders will be filed with the Dutch Chambers of Commerce.

The filing will then be announced in a newspaper nationally distributed in the Netherlands as of which date a two-months notice period shall commence. Following the two-months notice period and effective as of the date of issuance of a deed of non-opposition by the relevant District Court, the share capital reduction shall be effective.

In addition, it is proposed to authorise the board of directors to take any and all action required to implement the share capital reduction.

The chairperson subsequently gives the opportunity to shareholders or their representatives to ask questions and/or make remarks.

The chairperson notes that there are no further questions and proceeds to voting. She establishes that there are 55 159 247 votes in favour of the proposal, 0 abstentions and 0 votes against the proposal, which means that the proposal has been validly adopted by the general meeting.

3. Closing

Mr. Meuter and Ms. Topolova briefly discussed the agreements (i) between the majority shareholder and Abris Capital Partners and (ii) between certain minority shareholders and Abris Capital Partners, and in particular that the rights of the minority have been adequately served and that the board of directors of the Company has done the ultimate to inform the minority about the transactions and the possibility to sell their shares.

No more business being before the meeting, the chairperson closes the meeting.

Chairperson:

Secretary:

Lenka Zajíčková

Alexander R. Spoor